A. K. LABH
FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary

A. K. LABH & Co.
Company Secretaries
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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
of the 63rd Annual General Meeting of
Akzo Nobel India Limited
Geetanjali Apartment, 1st Floor
8-B, Middleton Street
Kolkata - 700 071

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 63rd Annual General Meeting of the members of ***"Akzo Nobel India Limited"*** (*"Company"*) held on Monday, 14th August, 2017 at Hotel Hyatt Regency, JA-1, Sector-III, Salt Lake City, Kolkata-700098 at 02.00 P.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 18th May, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by M/s. C B Management Services (P) Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Friday, the 11th August, 2017 up to 5.00 P.M. IST on Sunday, the 13th August, 2017.

2. The Shareholders holding shares as on the "cut off" date, i.e. 7th August, 2017 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 18th May, 2017 of the Annual General Meeting of the Company.

3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to caste the votes physically in case the same has not been casted by them through remote e-voting.

4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

5. The votes were unblocked on Monday, the 14th August, 2017 around 05:50 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108/1, Sarat Chatterjee Road, Howrah – 711102 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.

6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.

7. The combined result of the remote e-voting [**EVEN : 106458**] and votes casted through physical ballot papers distributed at the AGM venue are as under:

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<A> ***ORDINARY BUSINESS:***

a) Resolution 1

To consider and adopt the audited financial statements for the year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon

(i) Voted ***in favour*** *of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	118	36329452	
Voting by ballot	14	18	
Total	**132**	**36329470**	**99.9999%**

(ii) Voted ***against*** *the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	1	30	
Voting by ballot	0	0	
Total	**1**	**30**	**0.0001%**

(iii) ***Invalid*** *Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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b) Resolution 2

To declare a Dividend on equity shares for the year ended 31st March, 2017

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	123	37110967	
Voting by ballot	14	18	
Total	**137**	**37110985**	**99.9999%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	1	25	
Voting by ballot	0	0	
Total	**1**	**25**	**0.0001%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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c) Resolution 3 : Ordinary Resolution

To appoint a Director in place of Mr. Amit Jain (DIN: 01770475), who retires by rotation and, being eligible, offers himself for re-appointment as a Director of the Company

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	93	36810559	
Voting by ballot	14	18	
Total	**107**	**36810577**	**99.1904%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	31	300433	
Voting by ballot	0	0	
Total	**31**	**300433**	**0.8096%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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d) Resolution 4 : Ordinary Resolution

To appoint Auditors for the year 2017-18 and to fix their remuneration

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	107	35995398	
Voting by ballot	14	18	
Total	**121**	**35995416**	**99.0804%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	12	334084	
Voting by ballot	0	0	
Total	**12**	**334084**	**0.9196%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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<B> ***SPECIAL BUSINESS:***

e) Resolution 5 : Ordinary Resolution

Retirement of Mr. Nihal Kaviratne (DIN: 00032473), Director of the Company and not filling up the Casual vacancy

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	116	36983180	
Voting by ballot	14	18	
Total	**130**	**36983198**	**99.6557%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	7	127782	
Voting by ballot	0	0	
Total	**7**	**127782**	**0.3443%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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f) Resolution 6 : Ordinary Resolution

To ratify payment of remuneration to Cost Auditors for the year 2017-18

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	121	37110935	
Voting by ballot	14	18	
Total	**135**	**37110953**	**99.9998%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	3	57	
Voting by ballot	0	0	
Total	**3**	**57**	**0.0002%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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7. All the resolutions proposed hereinabove have been passed with requisite majority.

8. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For **A. K. LABH & Co.**
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238

A. K. LABH & CO. Kolkata Company Secretaries

Place: Kolkata
Dated: 16.08.2017

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Witness :

1.

(Narayan Chandra Saha)
108/1, Sarat Chatterjee Road,
Howrah – 711 102

A. K. LABH & CO. Kolkata Company Secretaries

2. Amrita Sampat

(Amrita Sampat)
59, Kalicharan Ghosh Road
Kolkata – 700 050

Received the Report of the Scrutinizer
For **Akzo Nobel India Limited**

Akzo Nobel India Limited Gurgaon

(R. Guha)
Company Secretary